

Company No. 2623873

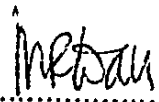
TELEVISION MEDIA MARKETING LIMITED

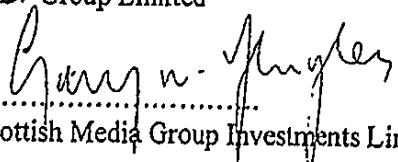
WRITTEN RESOLUTIONS

We, the undersigned, being all the members of the company who at the date hereof would be entitled to attend and vote at a general meeting of the company, hereby resolve as follows such resolutions to take effect as elective resolutions pursuant to Section 379A of the Companies Act 1985

THAT:-

1. In accordance with the provisions of section 252 of the Companies Act 1985 as amended (the "Act") the company shall dispense with the laying of accounts and reports before the Company in general meeting in respect of the financial year ending 31 December 1998 and subsequent financial years.
2. In accordance with the provisions of section 366A of the Act to dispense with the holding of annual general meetings for 1999 and subsequent years.
3. In accordance with the provisions of section 386 of the Act to dispense with the obligation to appoint auditors annually and that during the term that such dispensation is in force the directors be authorised to fix the auditors' remuneration.
4. In accordance with the provisions of section 80(A) of the Act the directors be and they are hereby unconditionally authorised for the purposes of Section 80 of the said Act to allot shares up to the amount of the authorised capital of the company at any time or time from the date of this resolution.


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for and on behalf of
HTV Group Limited


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Scottish Media Group Investments Limited

Date: 27 August 1998

